

RECORDATION NO. **23308** FILED

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JAN 3 '01 9-05 AM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 2, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: New Jersey Transit Trust (NJT 2000-F1)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (NJT 2000-F1), dated as of December 21, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	New Jersey Transit Corporation One Penn Plaza East Newark, New Jersey 07105
Lessee:	NJT 2000-F1 Statutory Trust c/o State Street Bank and Trust Company of Connecticut, N.A., solely as Trustee 225 Franklin Street Boston, Massachusetts 02101

A description of the railroad equipment covered by the enclosed document is:

Twenty-four (24) light rail passenger cars with New Jersey Transit reporting marks and road numbers 101-116 inclusive and 2001 - 2008 inclusive.

Mr. Vernon A. Williams
January 2, 2001
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A short summary of the document to appear in the index is:

Memorandum of Head Lease Agreement (NJT 2000-F1), dated as of December 21, 2000, between New Jersey Transit Corporation, Lessor, and NJT 2000-F1 Statutory Trust, Lessee, covering Twenty-four (24) light rail passenger cars with New Jersey Transit reporting marks and road numbers 101-116 inclusive and 2001 - 2008 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg
Enclosures

MEMORANDUM OF HEAD LEASE AGREEMENT (NJT 2000-F1)

Memorandum of Head Lease Agreement (NJT 2000-F1), made and entered into on December 21, 2000 by and between New Jersey Transit Corporation, as Head Lessor (the "Head Lessor") and NJT 2000-F1 Statutory Trust, as Head Lessee (the "Head Lessee").

WITNESSETH:

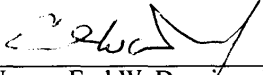
The undersigned have entered into that certain Head Lease Agreement (NJT 2000-F1), dated as of December 21, 2000, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Head Lease Agreement (NJT 2000-F1).

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HEAD LESSEE:

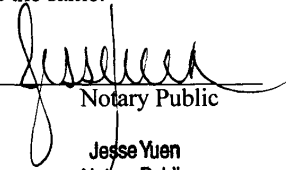
NJT 2000-F1 STATUTORY TRUST
By STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as Trustee

By: 
Name: Earl W. Dennison Jr.
Title: Vice President

ACKNOWLEDGEMENT

COMMONWEALTH OF MASSACHUSETTS)
) ss.:
SUFFOLK COUNTY)

On the 21st day of December, 2000, before me personally came Earl W. Dennison Jr., to me known, and known to me to be the individual described in, and who executed the above Memorandum of Head Lease Agreement; and he acknowledged to me that he executed the same.


Notary Public
Jesse Yuen
Notary Public
My Commission Expires October 27, 2006

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Agreement to be duly executed by its authorized officer as of the day and year first above written.

HEAD LESSOR:

NEW JERSEY TRANSIT CORPORATION

By: H. Charles Wedel
Name: H. Charles Wedel
Title: Chief Financial Officer and Treasurer

Approved as to form only:
John J. Farmer, Jr.
Attorney General of New Jersey

By: Kenneth M. Worton
Kenneth M. Worton, Esq.
Deputy Attorney General

ACKNOWLEDGEMENT

[STATE OF NY])
[COUNTY OF Essex]) ss.:

On the 20th day of December 2000, before me personally came H Charles Wedel, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Head Lease Agreement; and he acknowledged to me that he executed the same.

Joyce J. Zuczek
Notary Public

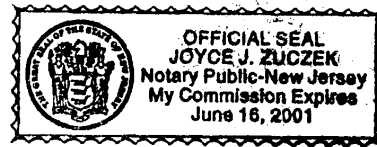


Exhibit A
To Memorandum of Head Lease Agreement (NJT 2000-F1)

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Equipment Description</u>	<u>Serial Number</u>
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	101
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	102
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	103
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	104
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	105
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	106
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	107
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	108
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	109
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	110
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	111
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	112
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	113
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	114
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	115
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	116
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2001
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2002
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2003
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2004
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2005
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2006
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2007
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2008